



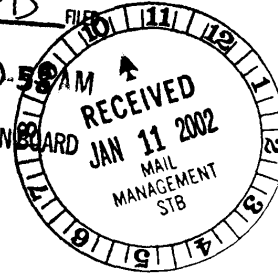
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RECORDATION NO. 22225-D

JAN 14 '02

SURFACE TRANSPORTATION BOARD



January 10, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 26, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **A.E. STALEY MANUFACTURING CO.**
2200 Eldorado Street, Decatur, IL 62521

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **A.E. STALEY MANUFACTURING CO.**, covering 41 hopper rail cars with reporting marks and numbers – CEFX 151248 – CEFX 151396, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #22225 dated 6/23/99 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

RECORDATION NO. 22225-D FILED

THIS MEMORANDUM OF RAILCAR LEASE dated as of this JAN 14 '02 day of October 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and A.E. STALEY MANUFACTURING CO., a Delaware corporation, with an address at 2200 Eldorado Street, , Decatur, IL 62521 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 7, 1999 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 1999 and given Recordation Number 22225.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: JOHN LATTIN
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

A.E. STALEY MANUFACTURING CO.

By: [Signature]
Name: Lynn E. Olson
Title: Director of Transportation

[Signature]

SCHEDULE A

Quantity

41

Equipment Description

4750 c.f. covered hopper cars
with gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	151248
2	CEFX	151251
3	CEFX	151264
4	CEFX	151267
5	CEFX	151274
6	CEFX	151276
7	CEFX	151292
8	CEFX	151297
9	CEFX	151298
10	CEFX	151302
11	CEFX	151308
12	CEFX	151311
13	CEFX	151312
14	CEFX	151322
15	CEFX	151325
16	CEFX	151327
17	CEFX	151333
18	CEFX	151334
19	CEFX	151335
20	CEFX	151336

21	CEFX	151342
22	CEFX	151345
23	CEFX	151346
24	CEFX	151347
25	CEFX	151349
26	CEFX	151367
27	CEFX	151370
28	CEFX	151374
29	CEFX	151375
30	CEFX	151376
31	CEFX	151377
32	CEFX	151378
33	CEFX	151379
34	CEFX	151380
35	CEFX	151386
36	CEFX	151388
37	CEFX	151389
38	CEFX	151392
39	CEFX	151394
40	CEFX	151395
41	CEFX	151396